

**SOUTH DAKOTA HEALTH AND EDUCATIONAL  
FACILITIES AUTHORITY**

**MINUTES OF THE DECEMBER 20, 2019 SPECIAL MEETING**

Pursuant to due notice, the South Dakota Health and Educational Facilities Authority (SDHEFA) met on Friday, December 20, 2019 at 11 a.m., via telephone conference call. Dave Timpe, Acting Chairman, instructed the Secretary to call the roll.

Present:       Roberta Ambur  
                  Dave Fleck  
                  Don Scott  
                  Jim Scull  
                  Dave Timpe

Absent:        William Lynch  
                  Norbert Sebade

Other staff and representatives of the Authority and other parties present were:

Vance Goldammer, Redstone Law Firm	Dan Bacastow, Chapman & Cutler
Tony Venhuizen, Redstone Law Firm	Bruce Bonjour, Perkins Coie
Don Templeton, Executive Director and Secretary	Dustin Christopherson, Associate Director
President Brett Bradfield, University of Sioux Falls	Steve Corbin, Finance Officer
Marsha Denniston, University of Sioux Falls	

In the absence of Chairman Sebade, Mr. Scott moved to make Mr. Timpe the Acting Chairman for the Special meeting, seconded by Mr. Jim Scull, and upon the roll call, the ayes were Ambur, Fleck, Scott, Scull and Timpe. Nays: none; abstain: none; motion carried.

A quorum was declared by the Acting Chairman and the meeting was called to order. The notice of the meeting dated December 12, 2019 was posted at the entrances of the South Dakota Health and Educational Facility Authority prior to the meeting and is on file at the Authority office as well as posted on the Authority & State Board & Commission website.

**Inquiry of the General Public present pursuant to HB 1172**

Acting Chairman Timpe asked if any members of the general public wished to speak. No members of the general public were in attendance.

Mr. Fleck left the meeting.

### **Board Member Conflict of Interest and Inquiry of Conflicts of Interest**

Mr. Timpe asked if any Board Members had a Conflict of Interest with any of the current meeting agenda items. Mr. Templeton stated that one written disclosure including request for conflict waiver under State Law, had been received from board members. The conflict for Dave Fleck is listed below.

### **Approval of the Agenda**

Mr. Scott moved to approve the agenda, seconded by Mr. Scull, and upon the roll call, the ayes were Ambur, Scott, Scull and Timpe. Nays: none; abstain: none; motion carried.

### **Approval of the October 17, 2019 Special Meeting Minutes**

The Acting Chairman asked for consideration of the minutes for the October 17, 2019 special meeting. Mr. Scott moved to approve the minutes, seconded by Ms. Ambur, and upon the roll call, the ayes were Ambur, Scott, Scull and Timpe. Nays: none; abstain: none; motion carried.

### **Dave Fleck Conflict for University of Sioux Falls**

Mr. Fleck, as noted above, submitted written disclosure statements and requests for board waivers for the University of Sioux Falls agenda item. After full discussion of the nature of the potential conflict as disclosed by Mr. Fleck, the Board made the findings that the conflict was fair, reasonable and not contrary to the public interest.

A motion was made to accept the waiver for Mr. Fleck as it related to the University of Sioux Falls agenda item (**Attachment #1**) by Mr. Scull, seconded by Ms. Ambur, and upon the roll call, the ayes were Ambur, Scott, Scull and Timpe. Nays: none; abstain: none; motion carried.

### **University of Sioux Falls Resolution to publish the Notice of Public Hearing**

Mr. Templeton explained the University of Sioux Falls would like the Authority to issue bonds in the amount of \$18 million to refund existing debt and fund approximately \$1,782,500 for certain new projects as shown in the Sources and Uses of Funds in the meeting book. President Bradfield reviewed the record enrollment numbers and explained the University of Sioux Falls is nearly done with bank negotiations. Mr. Templeton reviewed the University of Sioux Falls' past three-year audit reports and three-month year-to-date statements for 2019 and 2018.

Mr. Bonjour reviewed the Resolution and Notice of Public Hearing. Mr. Scott moved to approved the Resolution, seconded by Mr. Scull, and upon the roll call, the ayes were Ambur, Scott, Scull and Timpe. Nays: none; abstain: none; motion carried.

Mr. Fleck rejoined the call.

### **Redstone Law Firm Governmental Relations Consulting Agreement**

Mr. Templeton reviewed the Agreement for the 2020 thru 2022 Legislative Sessions on file at the Authority Office. Mr. Scull moved to approve the contract, seconded by Mr. Fleck, and upon the roll call, the ayes were Ambur, Fleck, Scott, Scull and Timpe.

### **Special Legislative Bill**

Mr. Templeton explained that Redstone Law Firm and Chapman and Cutler Law Firm drafted legislation, on file at the Authority Office, which would allow SDHEFA to bond for South Dakota Healthcare borrowers for all states if a South Dakota project is funded as well.

Mr. Bacastow explained that using SDHEFA instead of out-of-state issuers should save our borrowers money. Mr. Scull moved to approve the drafted legislation, seconded by Mr. Fleck, and upon the roll call, the ayes were Ambur, Fleck, Scott, Scull and Timpe. Nays: none; abstain: none; motion carried.

### **November 30, 2019 Financial Statement and Flexible Spending Health Plan**

Dustin Christopherson reviewed the financial statement. Ms. Ambur moved to approve the financial statement, seconded by Mr. Scull, and upon the roll call, the ayes were Ambur, Fleck, Scott, Scull and Timpe. Nays: none; abstain: none; motion carried.

A new health insurance plan was discussed. The Board thoroughly explored all options to hold the employees whole for the increased deductible. Without success, it was decided to revisit employee salaries/bonuses during the June 30, 2021 budget process, or near that time, for potential compensation.

Ms. Ambur moved to fund \$500 for each full-time employee into an annual flexible spending plan beginning as of this date, seconded by Mr. Fleck, and upon the roll call, the ayes were: Ambur, Fleck, Scott, Scull and Timpe. Nays: none; abstain: none; motion carried.

### **Adjournment**

The Acting Chairman stated there being no further business at this meeting, the meeting adjourned at 12 p.m., CT.

*Please complete this form, sign it and return to us prior to the meeting so we can include your waiver when we discuss it as an agenda item.*

REQUEST FOR STATE BOARD WAIVER

THIS IS A PUBLIC DOCUMENT

Date: December 13, 2019

Name of Board Member or Former Board Member: Dave Fleck

Name of Board, Authority or Commission: South Dakota Health and Educational Facilities Authority

**Brief explanation of your potential conflict of interest:**

I serve on the Board of Directors for the University of Sioux Falls. The University of Sioux Falls has a matter described below which will be pending in front of the members of the SDHEFA for which I also serve as a member.

**Brief explanation of the current or anticipated business transaction with a State agency or with a political subdivision of the State and your role in the transaction:**

The SDHEFA will be considering a University of Sioux Falls refunding bond issuance for Series 2010 bonds as well as other non-Authority outstanding debt and new construction for the Sports Complex.

**Brief explanation of the essential terms of the contract or transaction.**

The University of Sioux Falls is refunding the Series 2010 Bonds as well as various non-Authority debt and plans to complete a stadium and parking at the USF Sports Complex.

**Brief explanation of why you believe a waiver should be granted:**

I have opted to abstain from discussion and vote. This proposed business transaction is fair, reasonable, and not contrary to the public interest.

Signature of Person Requesting Waiver: 

STATE OF SOUTH DAKOTA

South Dakota Health and Educational Facilities Authority

STATE BOARD DISCLOSURE LAWS  
WAIVER AUTHORIZATION  
PURSUANT TO SDCL 3-23-3 (current member)

A written request for waiver of conflict, dated December 13, 2019 was received from Dave Fleck. The request was acted upon by the members of South Dakota Health and Educational Facilities Authority during a meeting held on December 20, 2019.

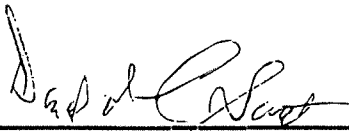
(check one)

The request for waiver was denied for the following reasons:

The request for waiver was authorized for the following reasons:

***Mr. Fleck has disclosed his potential conflict and has abstained from discussion and voting on the South Dakota Health and Educational Facilities Authority (the Authority) agenda item of the Authority's consideration of the University of Sioux Falls refunding bonds and new construction.***

The request for waiver was authorized subject to the following conditions:



Signature of Chairperson or Authorized Member

1-22-20  
Date

Printed Name: Don Scott

Date mailed to Auditor-General:

1-23-20